



STORYBOOK COLLECTION



BEN 10







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PaRragon

Beth | New York | Singapore | Hong Kong | Cologne | Delhi | Melbourne



FOUR ARMS



XLR8



UPGRADE



WILDMUTT



STINKFLY



DIAMONDHEAD



GHOSTFREAK



GREY MATTER



HEATBLAST



RIPJAWS





A SMALL PROBLEM



A SMALL PROBLEM
EDITORIAL DIRECTOR: MARGE KENNEDY
RETOLD BY JOHN W. KENNEDY
BASED ON EPISODE #11 A SMALL PROBLEM



Ten-year-old cousins Ben and Gwen Tennyson were excited as they stood in line for the Riptide Rapids – a huge water slide that was advertised as “six stories of drops and turns”. From the ground, they watched as people hurtled down at superfast speeds before splashing into a churning swimming pool!

Ever since the Omnitrix had attached itself to Ben’s wrist – giving him the power to transform himself into ten different superheroes – his life had been one intergalactic adventure after another. This day at the park was a welcome break!



But just as they reached the front of the line, a hand reached down and blocked Ben from moving forward. A voice bellowed, saying the three words he hated most of all: "YOU'RE TOO SHORT." The young ride attendant stopped Ben from boarding the Riptide Rapids.

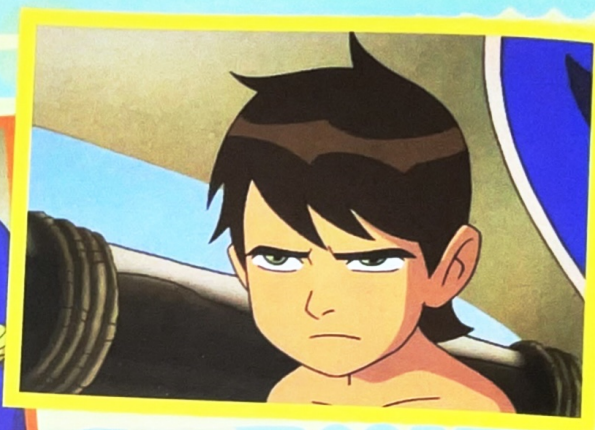
"What?!" Ben protested. The attendant then pointed to the swordfish-shaped "Minimum Height" sign located just about an inch above Ben's head.



Amused, Gwen reassured her shorter cousin that there were some rides he could easily get on.

"I hear the Baby Banana Boats are fun for the smaller kids," she said before gleefully moving forward toward the ride of a lifetime.

But Ben wasn't about to be left behind.



Stepping behind a nautical prop, he pressed his Omnitrix, declaring under his breath, "They'll all feel small when Ripjaws shows up for a dip."

But nothing happened. "Come on! Work!" he demanded. Then, just when he was about to give up, he became...Greymatter!

"Oh, no!" Ben thought to himself, "Of all the superheroes in the universe, I had to become the puniest of them all!"



Then a bell rang. Ben looked up and saw the next wave of ride-goers racing straight toward him!

"Look out!" he yelled in Greymatter's tiny voice as giant bare feet stomped the ground around him.

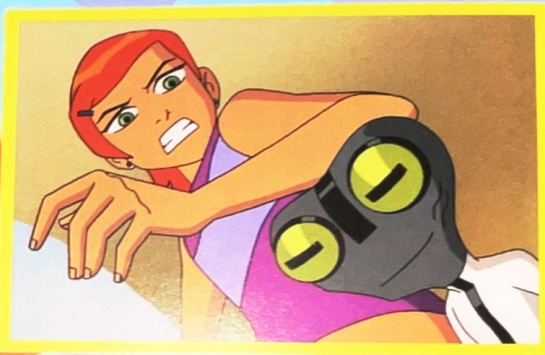
"Oh well, if you can't beat them, join them," Ben thought as he joined the rush toward the Riptide Rapids, catching up with Gwen at the front of the line.



"Race you to the bottom!" he impishly called out to a startled Gwen.

Greymatter got the head start – but Gwen determinedly followed. The race downward rocked!

Greymatter hit the pool first, but Gwen was right behind him.



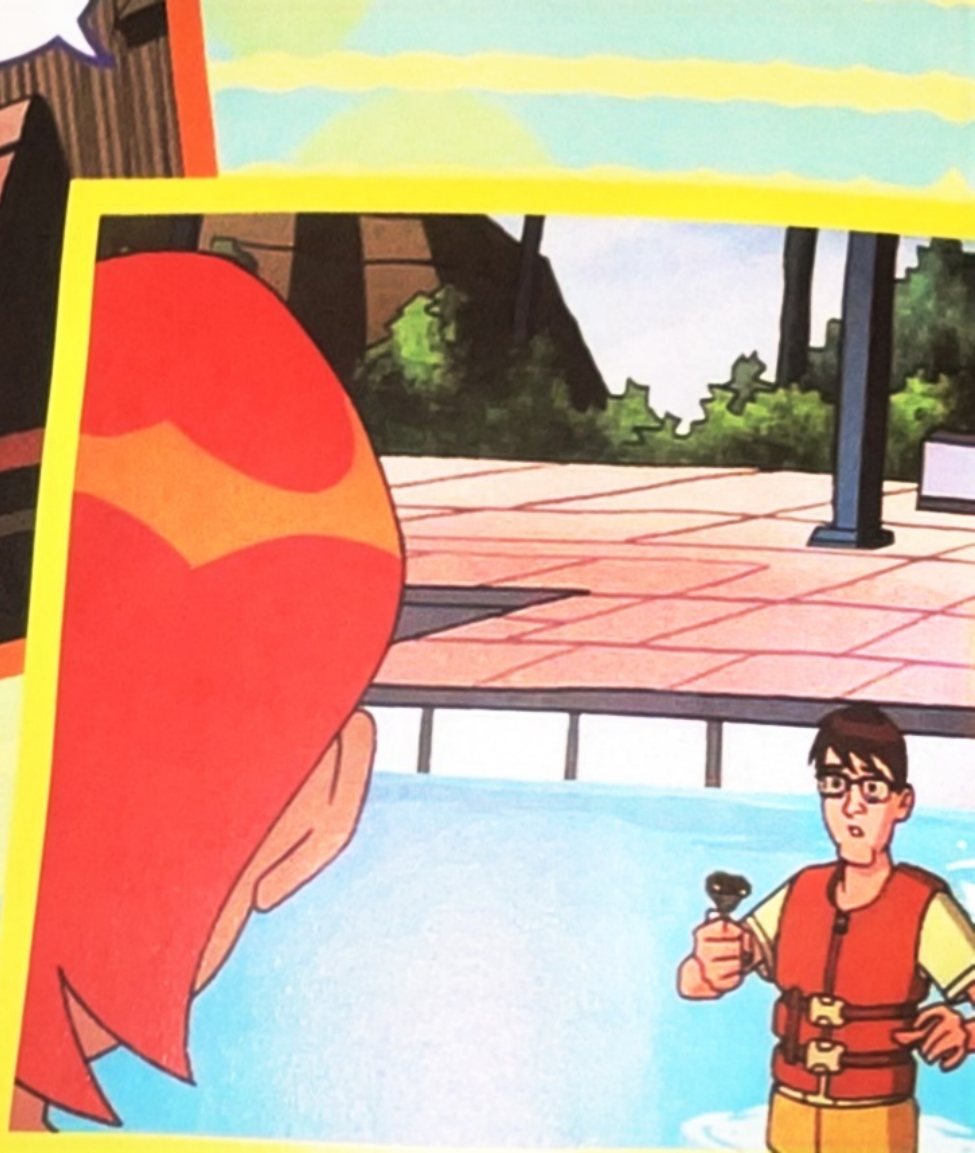
They both laughed. Then Gwen turned serious – warning Ben that Grandpa Max wasn't going to like him "going alien" just to sneak on a ride.





"She won't tell," Ben snickered to himself as she swam to the side of the pool.

But his smug confidence came to an abrupt end when a huge hand rose from beneath the surface and scooped him up. Ben couldn't see his captor or where he was going, but knew he was in big trouble.



Gwen ran off after him. But, as she reached the edge of the park, the mysterious young man was already getting into his car and speeding away.

She memorised the license plate number and realised that she had to tell Grandpa Max about their "small problem".



Greymatter's captor tossed him into his lunch box for safekeeping. The tiny hero was tossed against huge apples, drink containers and other things - until one item hit him in the head, knocking him out.

Greymatter awoke to find himself in a glass jar and looking out on a living room full of space-alien memorabilia.





"Great," he thought to himself, "something's wrong with the Omnitrix or I would have transformed back already. And, on top of that, I have to fall into the hands of some kind of UFO nut."

Then Greymatter's captor entered the room and looked at his prized catch.

"Who are you and where are you from?" he asked.

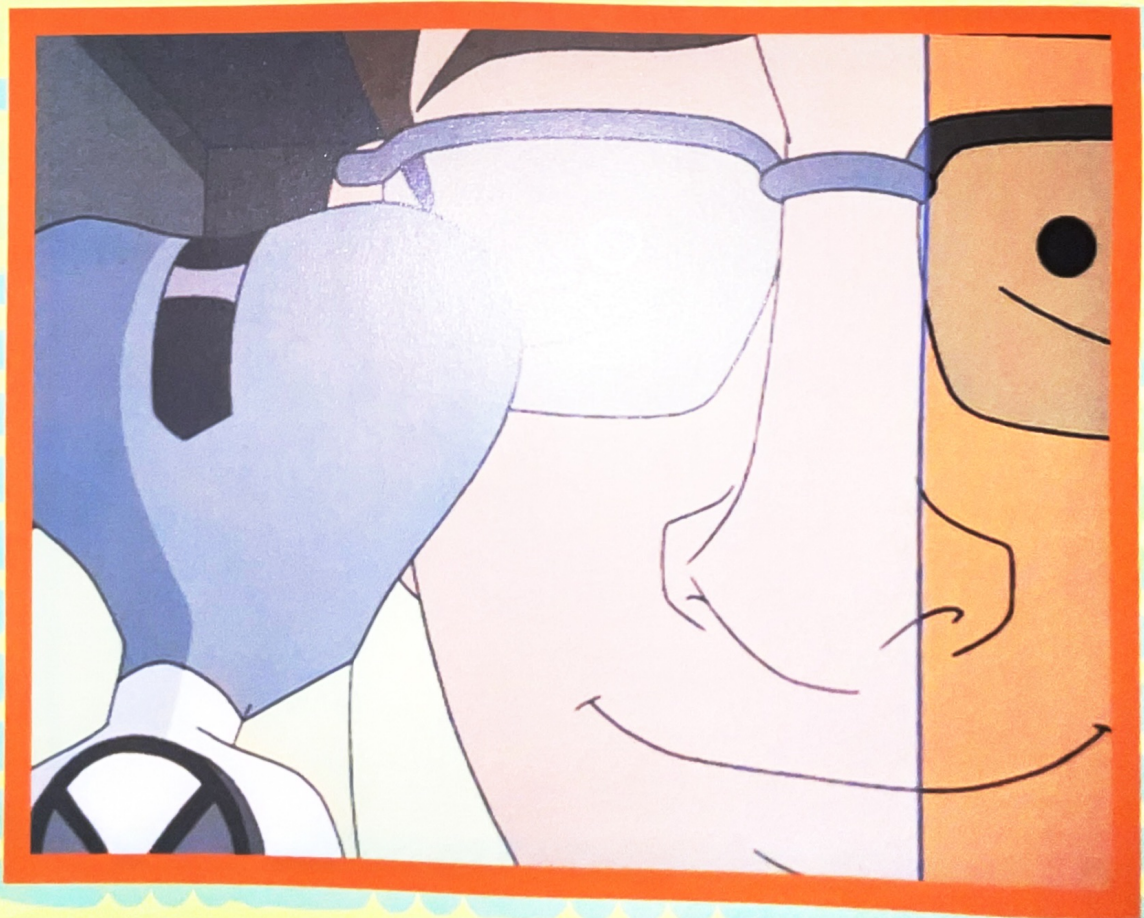
"You first," Greymatter shot back.

"Oh, a feisty alien! Okay, my name is Howell Wayneright and I've been hunting aliens ever since I was a kid."

"Oh, so for about five minutes," joked Greymatter.

"Very funny. Everyone makes fun of me because I'm short," Howell complained.

"Tell me about it," Greymatter replied. "Have you noticed that I'm only five inches tall?"





"So you know what it's like ~~being someone~~ ~~being someone~~ else is bigger than you are," Howell answered.

"You bet I do," Greymatter responded, "but you know what? I finally figured out that being short is no biggie. I'm a lot of things besides short. I'm also smart and funny and a hero who helps people."

"I never thought about it that way before," said Howell, "Now I kinda wish I didn't call the Organisation."

"The Organisation?" Greymatter gulped.



"It's a secret group of alien hunters I've been trying to join for years," Howell answered. "I figured turning you over to them would make me a big man in their eyes. Maybe I should have been thinking more about using my brain instead of worrying about my size."

Suddenly the doorbell rang.

"They're here," Howell said as he went to open the door.

Greymatter watched nervously as Howell greeted three strange-looking men wearing metallic masks and fedora hats.

"Do you have the alien?" the group leader asked ominously.

"Funny thing about that," Howell answered, "what I thought was an alien turned out to be a chipmunk. Funny, huh?"

"Give me the alien!" the group leader demanded pushing Howell aside.

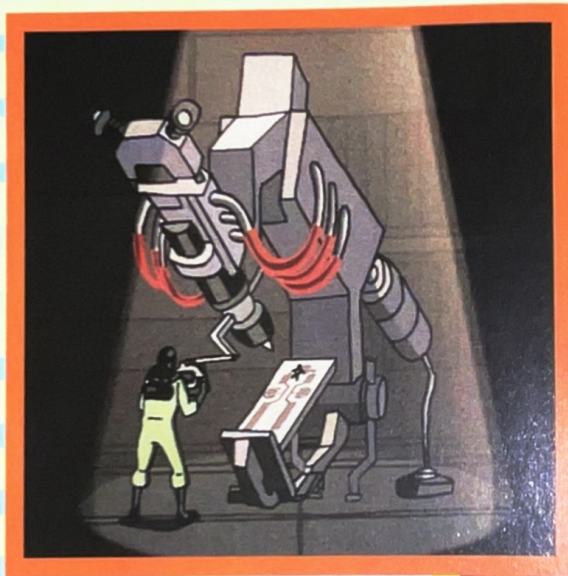
Greymatter was helpless as his new captors placed him in a container that caused him to freeze in suspended animation.



"You can't just take him!" Howell cried.

But all he could do was watch as they carried Greymatter away.

When Greymatter awoke, he found himself pinned down on a high-tech operating table while a hooded "scientist" prepared to dissect him.





"Trust me, I'm just as grey on the inside as I am on the outside," Greymatter pleaded. "There's nothing worth seeing inside me!"

Then, suddenly, a second masked man burst into the room and hit the surgeon with a fire extinguisher, knocking him unconscious. The man removed his mask. It was Howell!

"What are you doing here?!" a relieved Greymatter exclaimed as sirens beeped and blared in the background.



"I followed them to save you!" Howell answered. "Now I know how crazy these people are! They're hiding some alien weapons down the hall! This place has to be destroyed!"

As Howell spoke, the mad scientist woke up. As Howell fought to keep him down, he shouted to Greymatter.

"The guards will be here any second! Hurry, destroy those weapons!"





But the resulting power surge jarred the Omnitrix back into functioning at the worst possible moment. Just as Greymatter was about to exit the machine, he transformed back into full-size Ben. Ben's hand was stuck! And the building was about to blow!

Just then, Howell arrived and helped to free the strange boy from the machine.

"Where's my friend?" he asked Ben. "He's a little grey guy. Have you seen him?"

"Greymatter has left the building - and so should we!" Ben exclaimed.

As they ran outside, they saw Gwen and Grandpa Max who had traced Howell's car from the park to his house – and to the lab. Before anyone could say a word, the ground shook and the building behind them exploded.

"Are you sure Greymatter got out okay?" Howell asked Ben.

"He's fine," Ben reassured him. "Little guys can always take care of themselves."

"That's the truth," Howell said, standing proud. Then, turning toward his car, he said to Ben, "When you see him, tell him I said 'thank you'."



Later, back in their RV, Ben reflected with Gwen and Grandpa Max on his latest adventure.

"Why did Howell thank me?" Ben wondered. "He's the one who saved me. Usually when I 'go hero', I'm the one who does the rescuing."

"There's more than one way to be rescued, Ben," Grandpa Max explained. "My guess is that you helped him find the hero in himself."

Grandpa Max then started the engine, and the Tennyson trio headed toward their next adventure.





THE INSANE INVENTOR



THE INSANE INVENTOR

**CREATED BY: DUNCAN ROULEAU, JOE CASEY, JOE KELLY
AND STEVEN T SEAGLE**

**WRITTEN BY: GREG KLEIN & THOMAS PUGSLEY
BASED ON EPISODE #2 WASHINGTON B.C.**



The next day, a man was visiting a run-down apartment. He let himself into the property and slowly wandered through it. The place looked like some kind of an animal laboratory.

Without warning, an angry man crept up. His name: Dr Animo. 'How did you get in?!'



'Passkey,' the man replied. 'I am still your landlord, remember? Maybe not, since your rent is six months **past due.**'

'All my funds go into my research,' Dr Animo declared. 'Now get out!'

'Listen, Doc,' the landlord threatened. 'You and your furry friends are out on the street unless you pony up the green.'

'Interesting choice of phrases,' Animo replied. 'You must be an animal lover. Then you're gonna love this.'





Dr Animo grabbed a toad from an enclosure and placed it on the floor. He then fixed a strange device to the top of his head. 'This is my transmodulator, phase number one. It creates and accelerates mutations at the genetic level.'

The scientist switched on his device, and an electrical charge shot from the top of his helmet to the small toad. The animal started to grow.



Within moments, the creature had transformed into a giant beast! Suddenly, Animo's overdue rent was the least of the landlord's concerns ...



Meanwhile, on the other side of town, Ben, Max, and Gwen were visiting a Megamart in search of camping supplies. Max walked straight to a shelf that was stacked with tin cans. 'Only canned octopus? I thought this store prided itself on wide selection.'



'Ah, Grandpa?' Gwen interrupted. 'No offense, but can we have a normal dinner for once? You know, one that doesn't involve stir-fried tentacles?'

'Nonsense,' Max replied. 'Now where do you suppose they keep the sheep's bladders?'

As his cousin and grandfather wandered off, Ben spied a display of Sumo Slammer cards. His eyes went directly for the prized golden card. 'Someday,' he said longingly, 'you'll be all mine.'



All of a sudden, the ground started to shake. Within moments, the air was filled with dust as a wall caved in. Ben ducked for cover, then peered around the edge of an aisle and saw something that left him lost for words ...



... Dr Animo entered the Megamart on the back of a giant toad, jumped off its back, and went about stealing some materials for his inventions.



Ben had something to say about this!
'What do you think you're doing?'

'Don't be a hero, kid.' Animo answered.
'Just run along and play.'





Ben wanted to make the evil villain eat his own words. But when he went to use the Omnitrix, it had no power. He couldn't go hero!

Animo simply smirked at Ben, then escaped on the toad. Before he left the Megamart, however, he had one stop to make.

Gwen and Max were in the pet aisle, when they heard the thunderous toad approach. They stared, gobsmacked, at Animo as he activated the transmodulator and mutated a hamster and a bird.

Now there were three giant beasts to contend with! 'Behold the genius of Dr Animo,' the crazed scientist declared. 'Nothing can stop me from getting what I deserve. Mark my words!'





As the giant hamster proceeded to race through the store, Ben knew he had to do something. But the Omnitrix still didn't work! Then Ben realised something: 'I don't need to go hero to stop an overgrown fur ball!'

Ben grabbed a nearby scooter, and prepared for an attack. Just as the hamster was about to make minced meat of Gwen and Max, Ben threw a ball at its head. The hamster was startled by Ben as he sped off around the corner.





As he rode over the top of a set of shelves, Ben caused them to collapse, trapping the hamster beneath them. 'That's right,' Ben gloated as Gwen and Max approached. 'Not even giant hamsters can mess with Ben Tennyson.'



But no sooner had Ben declared victory than Dr Animo reappeared with his giant toad. 'Young fool,' he cursed, 'you cannot stop me! I will turn Washington DC into Washington BC!'

Animo then leaped from the back of the toad and landed safely on the giant bird. Together, they flew through a glass ceiling and away from the Megamart, the toad close behind.





As quickly as it had become a wild zoo, the building was peaceful once again. 'You saved the store!' a grateful shop assistant said to Ben. 'If there's anything I can do to repay you ... anything you want ...'

Ben's eyes went straight towards the golden Sumo Slammer card. 'Well,' he began, 'now that you mention it—'

'No time for that now, Ben,' Max interrupted, dragging Ben away. 'We have a giant parrot to follow.'



Before he knew it, Ben was back in the campervan, speeding after Animo and the giant bird. Max was thrilled to be on the chase, but Ben sulked in the passenger seat. 'Ben, what's the matter?' Max asked.





'I save an entire Megamart from being a giant hamster's chew toy, and what do I get?' Ben exclaimed. 'Nothing. It's not fair.'

'Being a hero isn't about others knowing you did something good,' Max explained. 'It's about you knowing you did something good. Being a hero is its own reward.'

'Bingo,' Gwen suddenly said, looking up from her laptop. 'Dr Animo was a promising researcher in veterinary science. But it turned out he was doing some twisted genetic experiments where he was mutating animals. And when he didn't win some big prize called the Verities Award, he flipped out.'



But as Gwen talked, Animo managed to evade the group. 'We've lost him,' Max said. 'He could be going anywhere in Washington DC.'

'Or Washington BC,' Gwen added.

'That's it!' Ben exclaimed. 'I know where he's going!'



The campervan soon pulled up outside the Natural History Museum. As the Tennysons approached a large hole in the museum's wall, Ben noticed an oversized feather on the ground.

'Something tells me we're on the right track,' Max noted.



The threesome wandered through the museum on the lookout for their foe. They soon found him standing in front of a mammoth exhibit.

'We all know about you and your freakazoid experiments, Dr Animo,' Ben announced.
'It's over.'

Dr Animo spun around. 'But it's only just begun. See, I only needed a few components to push my work into phase two—the reanimation of dormant cells. Breathing life back into that which has been long since lifeless.'



With that, he activated the transmodulator

As the mammoth approached the Tennysons, Ben hit the Omnitrix. 'You guys get Animo,' he said to Max and Gwen. 'I'll take care of Jumbo.' Within moments, he had transformed into Four Arms.



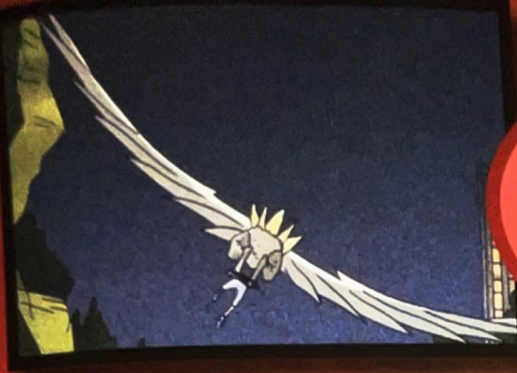
'Let's wrestle!' Four Arms called out as he ran towards the giant beast. Then he grabbed the mammoth's tusks and threw it to the ground.



Gwen and Max ran off to find Animo. As they reached one of the museum's massive halls, they saw the crazed inventor bringing a Tyrannosaurus Rex skeleton to life!



Animo jumped on the back of the dinosaur. 'I'd love to stay,' he called out, 'but I need to claim the award I so richly deserve.' Then he bashed through a wall and raced away from the museum.



Max and Gwen watched as Animo and the beast thundered into the distance. Then, without warning, Gwen was lifted off the ground. The giant bird had snatched her! It flew off with Gwen in its talons.



Four Arms followed close behind, leaping after the mutant bird. But as he grabbed onto the beast's feathers, the Omnitrix started to power down. Four Arms plummeted to the ground, creating a massive crater in the road. As he emerged from the dust, Ben once



Ben watched helplessly as the bird flew away. 'Gwen!' he called out. But it was no use. Screeching brakes then sounded from next to Ben.

'Somebody call for a taxi?' Max called from the campervan. Ben jumped in, and the pair sped off.





As they trailed the mutant bird, Max showed Ben a newspaper article that Dr Animo had left at the museum. "‘Dr Kelly accepts Verities Award,’" Ben read aloud. 'He's gonna finally pick up his award. We've got to stop him!'

'First things first,' Max replied. 'We have to find your cousin.'



Suddenly, Max's phone rang. It was Gwen calling from her mobile phone—from the top of the Washington Monument!



'Hang on, Gwen,' Max said.
'We're coming.'

The pair arrived just in time to see Gwen's mobile phone crash to the ground. If they didn't act quickly, Gwen would be next!

In the nick of time, the Omnitrix powered up. Ben turned the dial and hit the device. Within moments, he had transformed into Stinkfly.



When the mutant bird, Max showed Ben
the video that Dr. Animo had left at the
top of the monument. "If you accept Verdes Award," Ben
said, "we'll finally pick up his award.
We're not to stop him!"

Gwen calling
Ben at the

The pair arrived just in time to see
Gwen's mobile phone crash to the
ground. If they didn't act quickly,
Gwen would be next!



As Stinkfly took to the sky, Gwen lost her
grip and fell from the top of the monument.
She plummeted downwards at a rapid rate.

Just as quickly as she fell, Gwen was in the
arms of Stinkfly. 'Butterfly?!' she exclaimed.

'Stinkfly!' her cousin responded.

'Yeah, whatever. Anyway, thanks
for the save!'



But Gwen wasn't safe yet—the mutant bird was
close behind! Stinkfly darted, swooped, dipped,
and soared as he tried to escape the crazed
creature. 'Watch the nose there, Polly,'
he taunted.



Continuing through the air, Stinkfly saw that Grandpa Max had climbed to the top of the monument. 'I can't shake cracker breath,' he said to Gwen. 'You're gonna have to trust me.' And with that, he dropped Gwen into their grandfather's arms.



'Go,' Max called to Stinkfly. 'Stop Animo!'

Soon Stinkfly was at Kelly Industries, where he knew he would find the Verities Award—and Dr Animo.

Sure enough, the crazed inventor was



Animo then jumped on the back of the dinosaur and prepared to leave. With a ferocious screech, the dinosaur lunged at Dr Kelly.



Stinkfly swiftly flew in and stunned the creature with a rapid punch. The fight was on!

With one powerful movement, the dinosaur struck Stinkfly with its tail and sent the alien crashing to the ground. Surprisingly, Stinkfly landed right next to a Slammer card! 'I struck Super Slam gold!'



But before he could grab his coveted prize, Stinkfly heard the desperate call of Dr Kelly. Hanging from the teeth of the dinosaur, he needed help fast.

'Oh man,' Stinkfly moaned. 'This hero stuff ain't easy.' He left the card on the ground and flew to the rescue, catching Dr Kelly and dropping him to safety.

Furious at the interference, Animo proceeded to fire an energy blast at Stinkfly.



Dodging the attack, Stinkfly darted towards Animo and knocked the Verities Award from his hands. 'No!' Animo screamed, the award smashing on the floor.



Taking advantage of the inventor's distracted state, Stinkfly grabbed the transmodulator from his head and threw it to the ground. As it hit the ground, the device sent out a wave of energy. Its scientific powers were gone.



As quickly as they had been mutated, all of Animo's animals transformed back to their original states. The dinosaur changed back to bones and crumbled to the floor. The massive bird shrank back to a ... friendlier size.



Soon, the police were escorting Dr Animo from Kelly Enterprises. 'Let me go!' he cried. 'I deserve that award! I've got it coming to me! I want it!'

'For some reason, that sounds kind of familiar,' Ben mused.



As the Tennysons climbed into their campervan, Ben reflected on their adventure. 'I didn't get that gold Sumo Slammer card ... but at least I snagged a trophy from Animo.' Then he placed the broken transmodulator in a box. 'Plus, I guess saving the city from Dr Wacko is its own reward.'

'Don't forget you saved me, too,' Gwen added.
'Thanks.'

'Well, that's what we heroes do best,'
Ben replied. 'Rescue dweebs.'



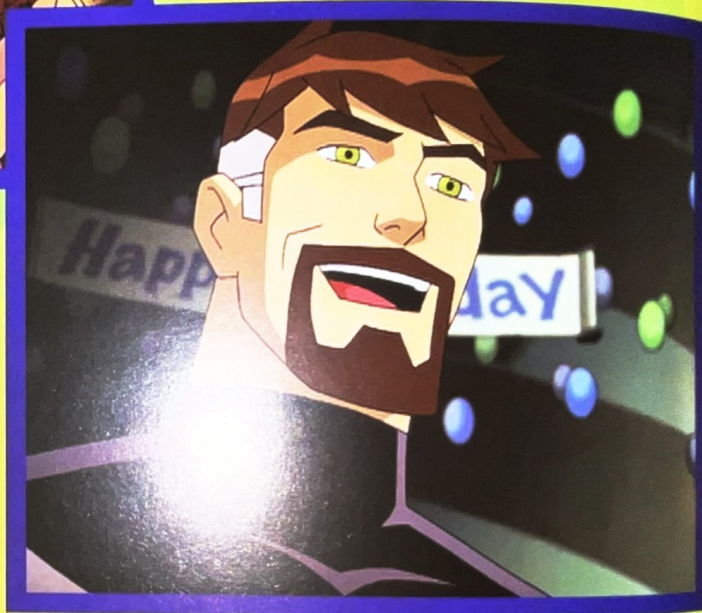
The cousins continued to joke about as the campervan took them away from Kelly Enterprises and towards their next adventure ...



HAPPY BIRTHDAY, KEN 10



HAPPY BIRTHDAY, KEN 10
EDITORIAL DIRECTOR: MARGE KENNEDY
RETOLD BY MARK VALENTI
BASED ON EPISODE #46 KEN 10, BY GREG WEISMAN



Ben 10 Thousand arrived home from an alien-capture mission so he could celebrate his son Kenny's tenth birthday.

"I told you I wouldn't miss your party!" he said. Kenny smiled and gave his dad a welcome hug.

"Thanks, Dad! I knew you would be here in time!" cried Kenny.

"You're only 10 once," said Ben, laughing. "And who wants to miss your delicious birthday cake?"

Ben 10 Thousand thought back to his own tenth birthday, when, as Ben 10, he received his Omnitrix. He thought of all the adventures that he and his cousin Gwen had had as kids. Now they were both grown up, with children of their own.



"Time for your present," said Ben to his eager son. "Since I got the Omnitrix when I was your age, I thought you should have one, too."

"My own Omnitrix!" exclaimed a surprised Kenny. "This is so cool! Now I can help you fight aliens!"



"Just remember, son: having an Omnitrix doesn't make you a hero. Your job is to watch, learn, and then pitch in – only when it's safe."

"How can I pitch in when you never give me a chance?" Kenny argued. Then, heading to the door, he shouted angrily, "I'm outta here!"

"What about your cake, Kenny?" Ben asked. But Kenny was already out of earshot. Ben didn't get a chance to explain that Kenny's Omnitrix was not a fully-loaded model. After all, he knew all the trouble his own Omnitrix had gotten him into back when he was 10, and he didn't want the same thing to happen to his son.



Kenny took a ride on his X321 hoverboard. Another rider was hovering next to him.

"Nice board!" cried the boy.

"Thanks! Yours is cool, too!" The boy held out his hand. "My name's Devlin."

Kenny shook his hand. "I'm Kenny Tennyson."

Devlin looked at Kenny's wrist.

"Wow! Awesome Omnitrix!" Devlin said, looking at Kenny's wrist. "I sure would love to get one of those!"





Kenny made a sour face. "But what good is it?"

Devlin laughed. "Are you joking? You can turn **into HEROES** with that thing!"

Kenny felt anger rising inside of him.

"My dad doesn't trust me to use it!" Kenny complained. He remembered how he had stomped away, angry at his dad. He decided to go home and finally have his birthday cake. "It's getting late," he said to Devlin. "I'd better head home. See ya around."

Devlin waved good-bye. "Yeah, see ya around, Kenny!"

Kenny returned home and tried to be nice to his dad, but he was still angry. He got ready for bed. Suddenly, a loud alarm erupted!

"INTRUDER ALERT! INTRUDER ALERT!"

Kenny hopped out of bed and ran to meet Ben in a large control room. "What's going on, Dad?"

"It looks like somebody's broken in," said Ben. "Let's take care of this – together."

Kenny looked at his dad hopefully. "You mean it? You want me to help you?" he asked.

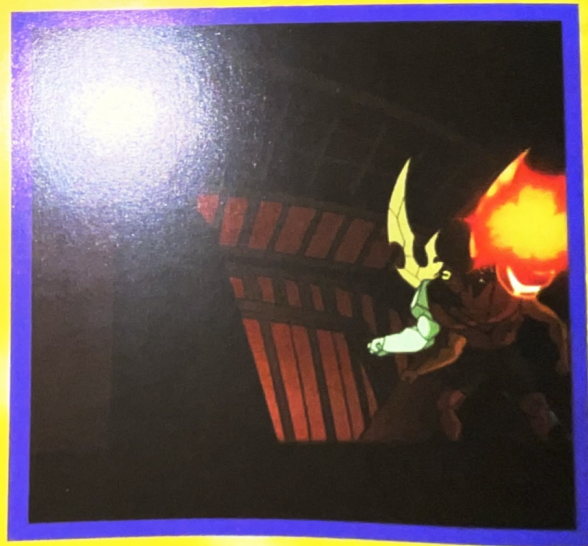
Ben smiled. "Unless you don't want to..."

Kenny's eyes grew wide. "Don't WANT to? Are you kidding?"





But before Kenny could transform himself with the Omnitrix, a loud rumble shook the whole building. Suddenly, a giant creature burst through the wall!



The enormous beast began firing white-hot laser blasts at them! Ben ran with Kenny in his arms as the heat bolts **CRASHED** behind them!

Ben shoved Kenny into his bedroom and slammed the door closed.

"Activate emergency lockdown," Ben shouted.

Kenny couldn't believe what he was hearing.

"But...you just said we'd handle this guy together!" Kenny said from behind the door.

"That was before this thing started blowing up the building! I've gotta go!" Ben ran towards his lab, leaving Kenny behind.

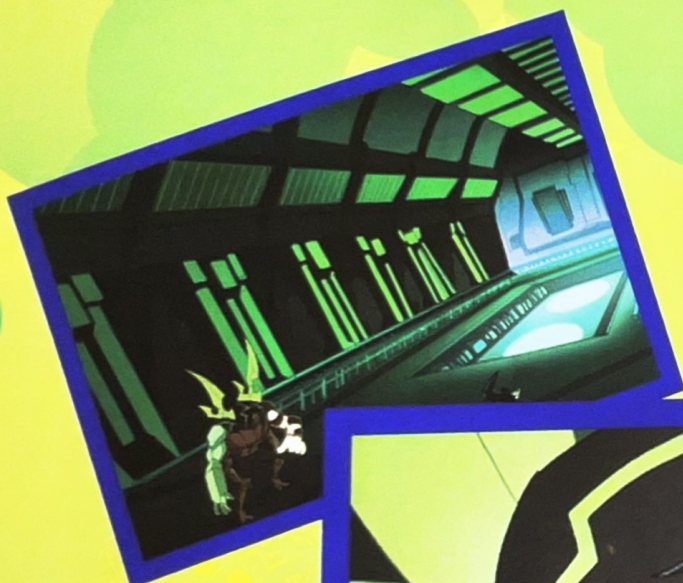
A frustrated Kenny sat on his bedroom floor and fumed. "I'll never get a chance to fight the bad guys!" Kenny whined as he listened to his father's footsteps get further away.



With Kenny safe in his room, Ben, in the form of XLR8, returned to the control room and faced his huge, spiked opponent.

"What do you want?" demanded Ben. The beast laughed and hurled a fireball at Ben.

"I want you to CATCH THIS!" he bellowed.



Ben ducked the fireball and flew at the creature with all of his strength! They wrestled to the ground, throwing wild punches, smashing into furniture and lab equipment. Finally, Ben grabbed the creature by the tail, spun him around, and threw him into a wall! Stunned, the creature escaped and fled into the night.



The next day, Kenny complained to his new friend, Devlin.

"My dad doesn't understand! I can help him fight those aliens!"

Devlin looked puzzled. "I thought the bad guys were in the Null Void Chamber."

"Maybe it's broken," Kenny said, shrugging his shoulders.

Devlin smiled and said, "If anybody can fix it, I'll bet YOU can!"

"You're right! I'll do it!" Kenny shouted.

"But do you even know where it is?" Devlin asked.



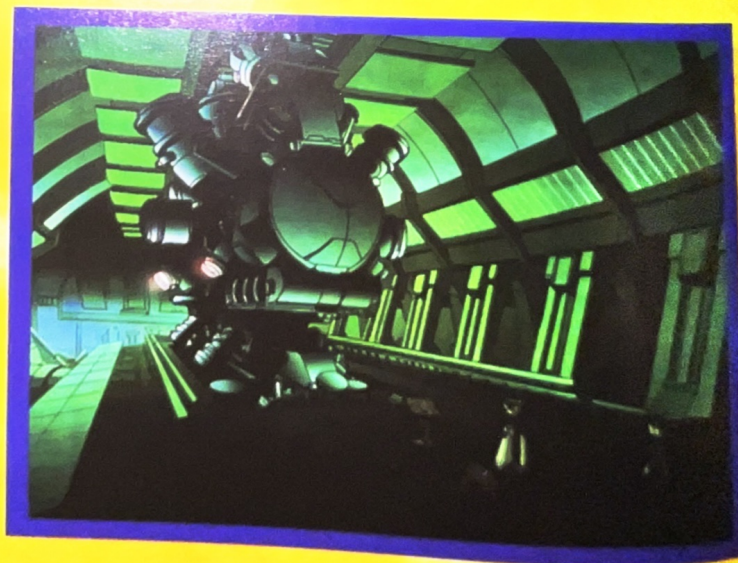


Kenny nodded.



"Follow me!" he said, pulling Devlin after him. The boys sneaked into the Null Void Chamber, looking for the device's Containment Unit.

"It's got to be around here somewhere," Kenny added.





Devlin reached for a red button. "NO, DEVLIN!" cried Kenny. "Don't press that one!"

"Too late, loser!" said Devlin with an evil laugh. He suddenly transformed into the creature that had fought Ben earlier! "It looks like you trusted the wrong guy, Kenny boy!"

Kenny watched helplessly, as Devlin pressed the red button.

Suddenly, an explosion rocked the chamber! Two massive doors opened, and out stepped Kevin 11, Ben's greatest enemy!

Devlin raced up to him, shouting, "Dad! You're free!"

Kenny couldn't believe his ears. "Kevin 11 is...your father?"

Devlin smiled. "And thanks to you, I was able to free him from the Containment Unit." Then, turning to his father, he said, "Come on, Dad!"





Kevin 11 shook his head.

"Not yet. I've been locked up for a long time. I'd like to have a little fun..." He sneered at Kenny, "...and I'll start with you!" Kevin 11 lifted Kenny and held him in an iron grip.

Before Kevin 11 could harm Kenny, a powerful energy blast sent him sliding across the floor!



"Not so fast, Kevin!" yelled Ben, who had transformed himself into Four Arms. He could always sense when Kenny was in trouble, and, once again, his feelings proved to be true.

"You think you're big and powerful?" yelled Kevin 11. "Well, I've learned a thing or two in prison. You had me once, but you won't get me again. Ben 10 Thousand, meet Kevin 11 Thousand!" With that, Kevin grabbed Ben with metallic tentacles and smashed him against the wall!

Devlin watched the scene in disbelief. He had never really known his father. He didn't like what he was seeing. Devlin liked being a little bad, but he wasn't evil. He made a difficult decision.

Devlin tried to stop his father, but Kevin picked up his son and threw him across the room!

"Out of my way, boy!" yelled Kevin as he continued his fight with Ben.



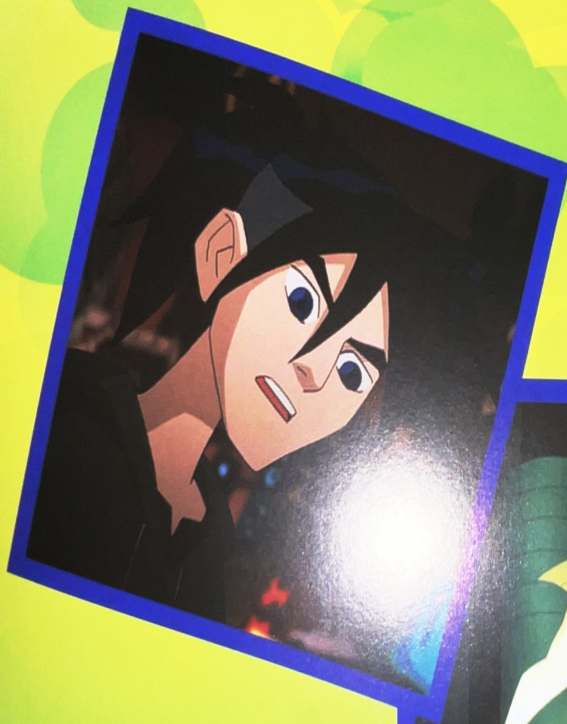


Kevin attacked Ben with vicious strength! Kenny used his Omnitrix and tried to pull Kevin away from his father, but it was no use. Kevin 11 Thousand was just too powerful.

Suddenly, Devlin transformed into a massive, muscular creature and hurled himself at his father!

Kevin was surprised to see his own son attacking him. Ben saw that Kevin was distracted, and, in a blink of time, he tossed the startled Kevin back into the Null Void Chamber! Devlin watched silently as his father disappeared in a fiery burst.

"I guess I owe everybody an apology for helping my dad escape from prison," Devlin said softly.



to pull Kevin away

himself at his father!

Kenny approached Devlin.

"You made a mistake, Devlin. But if it wasn't for you, we never would have defeated Kevin."

"How would you like to come and live with us – be a part of our family?" Ben asked.

Devlin asked eagerly, "You mean it?"

"Of course I do," Ben said. "If that's okay with both of you boys."

Kenny and Devlin broke into big smiles.

"Totally sweet!" Kenny cried. "We're going to have a LOT of fun together!"





MONSTER WEATHER



MONSTER WEATHER

EDITORIAL DIRECTOR: MARGE KENNEDY

RETOLD BY JOHN W. KENNEDY

BASED ON EPISODE #33 MONSTER WEATHER, BY THOMAS PUGSLEY AND GREG KLEIN

"So the Weather Bureau is forecasting clear skies for today's Rockin' Chicago 1960's Music Festival," reported Vance Vetteroy, the Windy City's best-looking and most-accurate TV meteorologist.

"But take your umbrella," advised S.A.M., Vance's on-air robot sidekick.

"That's right, S.A.M. I disagree with my colleagues at the bureau, and I'm predicting an unfortunate downpour during today's big music event." Then, turning to the camera, Vance smiled and said, "This is Vance Vetteroy, signing off."





"Cool!" called out 10-year-old Ben Tennyson, who along with his cousin Gwen, was watching from the sidelines. "We saw you and your tin-can buddy on the news last night."

"S.A.M. is not my 'tin-can buddy,'" responded the offended reporter.

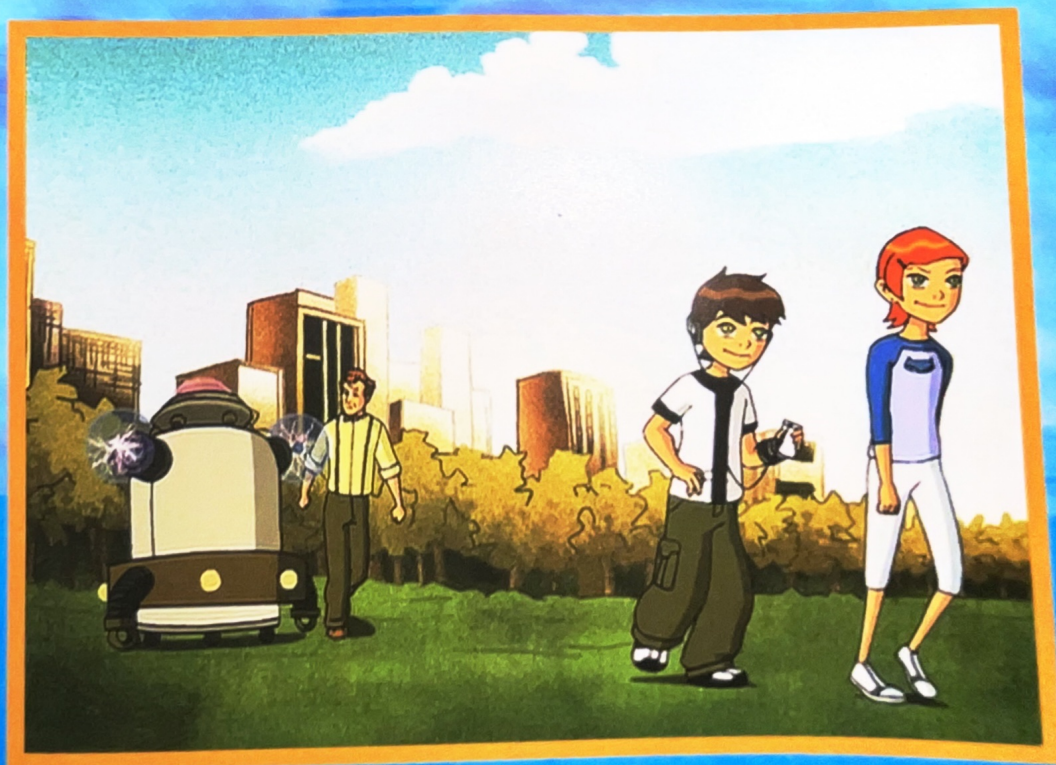
"Then what is he?" asked Ben.

"S.A.M. is a Super Accurate Meteorologist invented by me - Vance Vetteroy, Chicago's foremost weather genius. So, let's be clear, I'm not just another pretty face."

"Got it," answered Ben.

"What a weirdo," Ben whispered to Gwen as they walked away.

"Just keep walking," Gwen cautioned in a hushed voice.





Vance turned his attention back to S.A.M. and began to make mechanical adjustments to the robot.

"What are you doing?" S.A.M. inquired.

"I'm reprogramming your circuitry," answered Vance. "When you ascend past the troposphere, you'll release a highly-oxygenated solution that will create a gathering of cumulus clouds that will produce rain. By creating my own weather, I'll never be wrong! I will be the most sought-after weather reporter in the world!" he gloated.

Later, Ben and Gwen joined Grandpa Max at Wrigley Field for the start of the Rockin' Chicago concert.

Ben stared in horror at Grandpa Max's 60's-era regalia. He was wearing sandals, patched bell-bottom jeans, a flower-power shirt and Native-American vest, all topped off with a brown bandana around his forehead.

"Grandpa Max, you look wacky!" declared Ben.

"Nonsense," answered Grandpa Max. "I'm just getting into the spirit of the 60's!"





"It's not fair!" protested Ben. "We're missing my Sumo Slammer convention for your old fossil concert!"

"Fair?!" answered Grandpa Max. "All summer long, we've gone where you've wanted to go. You know I've waited all summer to see my favourite 60's band, Shag Carpeting."

"But what about me?" Ben shot back.

Grandpa Max did not respond.

"Gwen," pleaded Ben, "will you please tell him how uncool this event is?"

Instead, Gwen looked around at all the posters advertising the many musical groups who were going to perform.

"Wow," she said. "There's every kind of music here – rock, rap, reggae. It's a total world beat!"

"It's more like a total world bore!" Ben groaned.

Just then, Grandpa Max spotted the Shag Carpeting autograph booth. He turned to Ben and Gwen and asked, "Who wants to come to the booth with me?"

"I'd rather brush Vilgax's teeth with my tongue than get those fossils' autographs!" Ben said.

Gwen pulled Ben aside and turned to Grandpa Max, saying, "We'll catch up with you later, Grandpa." They hadn't gone far when the sky suddenly grew dark. Then, just as Vance Vetteroy had predicted, it began to rain.



But this was no ordinary cloudburst. At its core was a watery tornado with outreaching tentacles. And the bizarre storm seemed strangely intent on creating destruction.

Fans and performers ran for cover – but, at each turn, their cover was blown away by the strong winds and powerful chutes of water.

"What have I done?" Vance Vetteroy muttered to himself, while preparing for a live report.

"You're on," his producer informed him.



"This is Vance Vetteroy," said the shaking weatherman, "reporting live from Wrigley Field where a giant water spout – seemingly with a mind of its own – has sprung up out of nowhere, and it's causing havoc at the Rockin' Chicago Music Festival."

Meanwhile, Gwen and Grandpa Max were seeking shelter from the storm inside an abandoned hotdog stand.

"Where's Ben?" asked Grandpa Max with great concern.



Then, from the bleachers, they heard: "All right, Water Freak!" Let's see how you deal with a little blast of fire!" It was Ben. He had just transformed into the alien hero, Heatblast, and was ready for action.

"Hey, dweeb," called out Gwen, "the last time I checked, water puts out fire."

"We'll see about that," answered Heatblast as he flew toward the liquid giant at the centre of the storm.





Heatblast hurled his fire rays at the creature – but to no effect. What’s more, the drenching he was taking was causing him to grow weaker and weaker.

He knew he had to retreat to shelter, so he rejoined Gwen and Grandpa Max by the hotdog stand.

"Okay, now I'm steamed," gasped the exhausted Heatblast.

"That's it!" realized Gwen.

"What's it?" Heatblast responded.

"Go supernova hot and turn the creature's water into steam," instructed Gwen.

"Oh, yeah. I was just about to do that," said the unconvincing hero as he took off again.





The fiery alien flew around and around the weather monster in contracting circles with ever-increasing speed and heat. But would all the water cause him to flame out before he could accomplish his mission?

Then, just as Gwen had theorized, the creature suddenly disappeared into vapour.

"Nice work, Ben," congratulated Grandpa Max as the young superhero resumed his human form.

"Thanks, Grandpa," responded Ben. "Now can we go to my Sumo Slammer convention?"

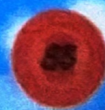
"One thing has nothing to do with the other," answered Grandpa Max.

A short time later, Vance Vetteroy retrieved S.A.M. The weather-producing robot had landed unnoticed on the playing field.

He took S.A.M. back into his van and began tinkering with his mechanical components.

"What are you doing now?" S.A.M. asked.

"I'm disabling your weather-making capability," Vance answered. "It's too dangerous to let you remain on active duty." The weather forecaster took out a blowtorch and aimed its hot flame at the robot.



"I can't let you do that," intoned S.A.M, pulling away from Vance.

"What?" answered the stunned weather forecaster.

"You have given me a power that I cannot let you take away," responded S.A.M.
"I NOW CONTROL THE WEATHER - WHETHER YOU LIKE IT OR NOT!"

Vance knew he had unleashed a dangerous unnatural force that he had to stop.

But, before he could act, S.A.M. turned his power on his creator - blowing him, and his toupée, helplessly away.





Meanwhile, the crowd regathered to hear Shag Carpeting sing their golden oldies. Grandpa Max and the other fans were tapping their feet to the music as the band warmed up. Even Gwen was getting into the vibe. But Ben was frowning, still clearly angry about missing the Sumo Slammer convention.

"It's 'Twister Alley'!" Grandpa Max excitedly exclaimed as the group began playing their most famous hit.

Then, on cue, twister-like winds blew inside the stadium. Once again, people began running in terror from an unexpected storm. But, this time, the peculiar weather system wasn't merely spouting wind and water – but dangerous lightning bolts, as well.



Ben quickly pressed down on the Omnitrix and became...**FOUR ARMS!**

"How is Four Arms going to stop a monster storm?" Gwen asked.

"And where's that dull humming sound coming from?" wondered Grandpa Max.

"It's from S.A.M.," responded Vance Vetteroy returning to the scene. "I programmed my weather robot to create weather, and now he's out of control."

"If that humming is from S.A.M.'s motor," Grandpa Max reasoned, "maybe a sound on the opposite end of the sonic spectrum will cause him to short circuit."



"You

"Brill

"Ben
guitars. W



"You mean like rock music?" Gwen suggested.

"Brilliant!" shouted Vance.

"Ben," Grandpa Max called out, "have Four Arms grab a couple of Shag Carpeting's guitars. We'll crank up the amps and give that thing a real 60's-style headache!"

Four Arms grabbed a pair of guitars and raced toward S.A.M.

As Grandpa Max, Gwen, and Vance turned the amplifiers to full blast, the multi-limbed hero performed his own rock concert – and seemed to be having the time of his life.

Meanwhile, just as Grandpa Max had predicted, S.A.M. began to malfunction. His short-circuiting components emitted sparks. As the robot plummeted to the ground, the weather returned to normal.

Vance then ran over to his defeated electronic creation.

"From now on, I'm just reporting the weather, not trying to change it. People will just have to like me for who I am," said the bald meteorologist as he turned S.A.M. off for good.





Once again, the concert resumed – and no one was more into it than Ben.

"Ben Tennyson!" called out Gwen. "Are you rocking out to Shag Carpeting?"

"Actually, they're pretty cool...for a bunch of fossils!" Ben admitted.

"Let me give you a better view," said Grandpa Max, smiling as he lifted Ben onto his shoulders.

And the Tennysons had a rockin' good night.





COLDBLAST VS. BUG MAN



***COLDBLAST VS. BUG MAN
EDITORIAL DIRECTOR: MARGE KENNEDY
RETOLD BY JOHN W. KENNEDY
BASED ON EPISODE #12 SIDE EFFECTS, BY GREG KLEIN***

"AAAH-AAAH-AAAH-CHOOO!!!!!"

Young Ben Tennyson's sneeze resounded throughout the Rustbucket, the beat-up RV that he, his cousin Gwen, and Grandpa Max used for all their travels.

It had been five days since the 10-year-old superhero came down with a bad cold, and he wasn't dealing with it well.





Ben was becoming more and more bored by the minute. Grandpa Max had insisted that Ben not use his watch-like Omnitrix to "go hero" until after he got better. And Ben couldn't stand being just a regular kid.

"What's the point of being *(cough)* a superhero *(cough)* if you can't *(sniff)* use your superpowers?" Ben protested while rubbing his runny nose with one of Gwen's favourite T-shirts.

"Ben, you need your rest," Grandpa Max answered as he stirred up the latest batch of his famously foul-tasting homemade cold remedy. "And besides," he continued, "we don't know what effect your cold will have on your alien identities."

"This is the worst thing that's ever happened to me!" Ben exclaimed.

"Well then you're a very lucky young man," Grandpa Max replied.

"It's been a whole five days!" Ben complained.



"It feels like 10 days for those of us living with you," Gwen joked as she reached for a face mask to keep Ben's germs from infecting her.

"Very funny," Ben retorted. "Wait until you're sick (*cough*), and then we'll see who's (*sniff*) laughing."

"That's enough, you two," Grandpa Max chided.

"Gwen," he went on, "have a little sympathy for your cousin."

"And Ben," he added, "stop feeling sorry for yourself. Everyone goes through a rough patch now and then. And you know what? If you're patient, sometimes your problems end up working in your favour."

"How can this lousy cold work in my favour?" Ben sniffed.

"You never know," Grandpa Max answered, "but patience is the key."



"Now here, drink this," Grandpa Max said, offering a freshly mixed cup of his green anti-cold elixir.

"Grandpa, do I have to?" Ben pleaded, taking in a whiff of the medicine's off-putting aroma.

"Come on," Grandpa Max insisted. "It smells worse than it tastes — or is that the other way around? I can never remember."

"It's the other way around," Ben answered before reluctantly gulping down the medicine.

"That was grim," he grimaced.

Meanwhile, Gwen had logged on to her laptop computer and was receiving an urgent e-mail.

"Grandpa Max!" she called out. "I'm getting an important message from our friend Councilwoman Liang."



"What does it say?" Grandpa Max asked as he turned and walked toward Gwen. Gwen read the Councilwoman's e-mail aloud:

Help! Our local nuclear power plant is under attack from all forms of insects! You are our only hope!

Yours truly,
Councilwoman Liang

"It sounds like Bug Man is back. Let's go!" Grandpa Max said.



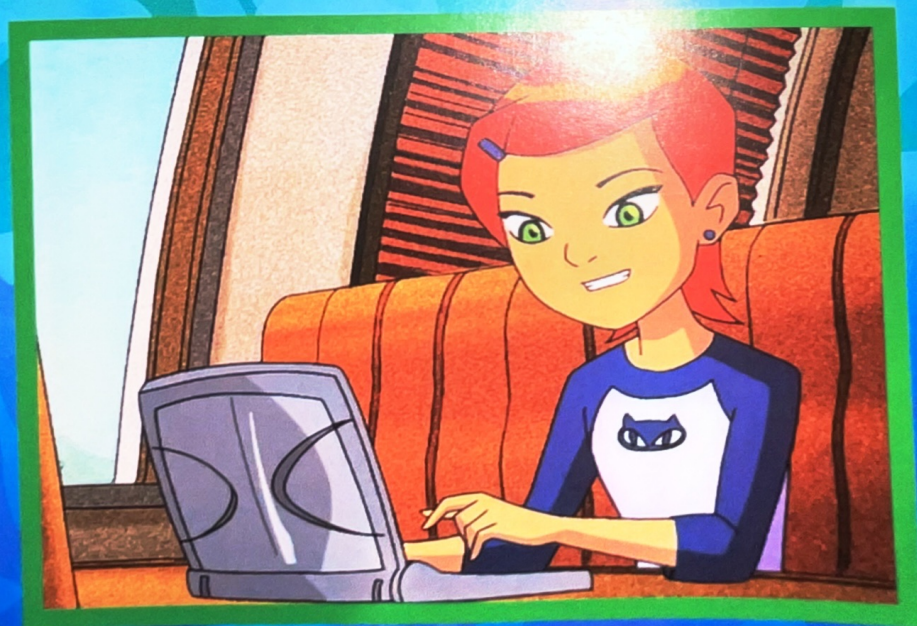
As the RV headed to the nuclear power plant, Gwen conducted some online insect research.

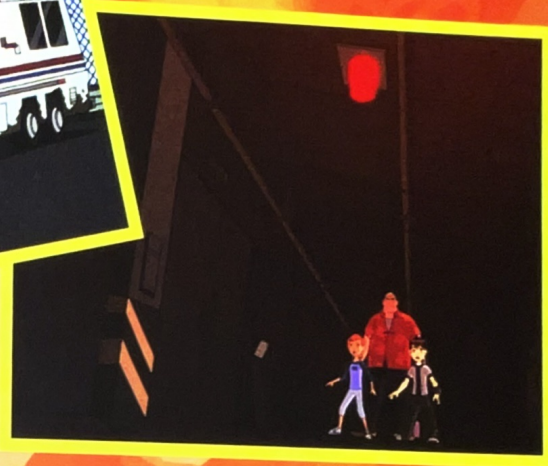
"Listen to this," she reported. "Ants can lift 10 times their own body weight, grasshoppers can leap 100 times their length, and cockroaches can hold their breath for over an hour!"

"We don't need their résumés. We need to know how to squash them!" Ben responded.

"Well, according to my research," Gwen said, "it'll take another Ice Age or bug barbecue to get rid of these tough little suckers."

The Tennysons soon arrived at the evacuated nuclear power station and, on Councilwoman Liang's authority, were allowed to enter.





As soon as they stepped inside, an alarm blared.

"Is that bad?" Ben asked.

"No," Gwen responded sarcastically, "I'm sure that any time a siren goes off inside a nuclear plant, it's good news."

"CORE TEMPERATURE RISING, APPROACHING CRITICAL," the system computer alerted them.

The Tennysons raced toward the reactor control room.

"CORE TEMPERATURE CRITICAL, MELTDOWN IMMINENT," the computer blared as they arrived.

"The controls are smashed!" Grandpa Max exclaimed. "We have to get to the emergency override at the reactor core!"

Then Bug Man barged in, clad in a bizarre suit of living insect armour.

"Of course, he's covered with bugs," Gwen said. She remembered reading that scientists believed that bugs would survive a nuclear blast.





"He's gonna wear a bug suit to protect himself from the meltdown?" a skeptical Ben asked.

Ben pressed down on the Omnitrix and became...HEATBLAST!

But Heatblast looked strange. Instead of displaying his usual red flames, he was covered with a misty whiteness.

"You look weird," Gwen noted.

"This is no time to diss me," Heatblast answered. "You guys shut down the reactor," he directed. "I'll take care of Bugsy."

As Grandpa Max and Gwen dashed to the reactor's core, Heatblast faced his enemy.

But Bug Man was now larger than ever, and his ever-growing insect coat endowed him with superstrength. Heatblast, meanwhile, was feeling strangely weak.

"My cold! It's frozen my flames!" the fiery alien cried. Heatblast was not only fighting Bug Man. He was also fighting Ben's cold bug — and he was losing.

Down by the reactor's core, an army of ferocious wasps was pursuing Grandpa Max and Gwen.

"MELTDOWN IN TWO MINUTES," the system computer warned.

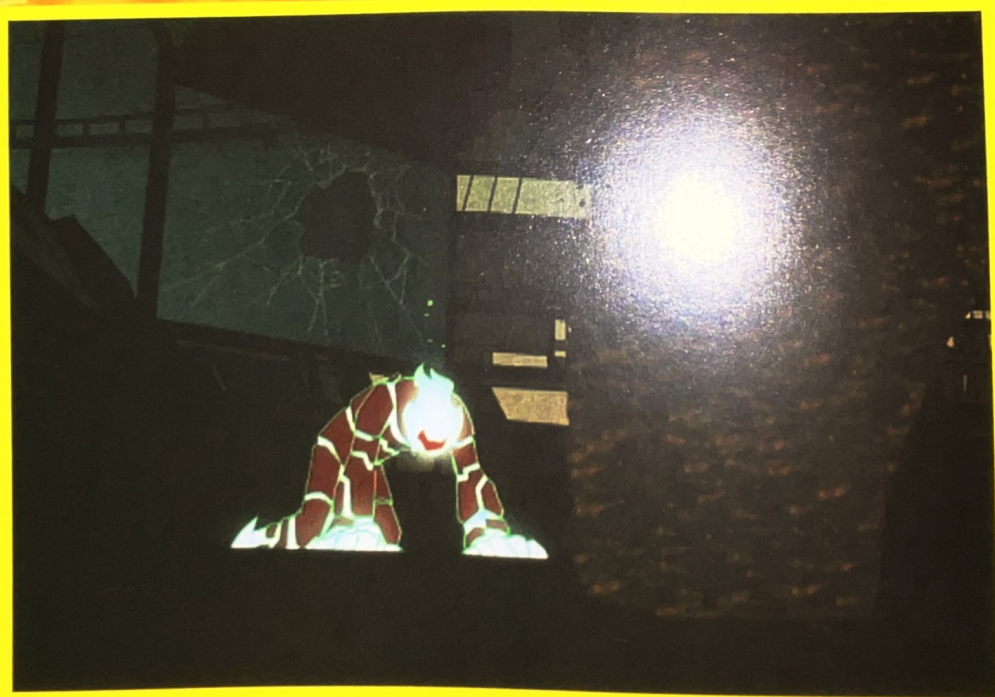
Gwen spotted a fire hose and grabbed it. As Grandpa Max turned the spigot on, she aimed a torrent of water at the wasps. The drenched insects fell helplessly to the ground.

But their problems were far from over. Bug Man's many other insect friends were still menacing them, while Bug Man himself pursued the weakened Heatblast.



Back in the control room, Heatblast was dizzy from both his cold bug and the thrashing he was taking from Bug Man.

With his enemy growing in size, strength, and, most annoyingly, confidence, Heatblast had to act fast. The superhero summoned all of his strength in a final attempt to create at least one solid fire blast.



Heatblast concentrated with all his might as he unleashed his alien energy and threw it toward Bug Man. But it was ice, not fire, that flowed forth from his palm.

Heatblast was stunned, but at least the ice seemed to be slowing down his ill-intentioned opponent.



Meanwhile, Grandpa Max and Gwen examined the nuclear reactor.

Grandpa Max ran toward the manual shutdown system while Gwen grabbed a broom to try to fend off the legions of crawling insects that suddenly surrounded them.

"MELTDOWN IN THIRTY SECONDS," the system computer intoned.

All seemed lost when suddenly a sheet of ice blanketed the floor and encased the creepy crawlers.

Gwen looked up at the ceiling and saw... **HEATBLAST!**

Heatblast created a giant ice pole **and** **she** **was** **in** **trouble**.

"Since when are you an ice cube maker?" **a** **confused** Gwen asked.

"I guess when Heatblast gets a cold, he *really* gets a cold," the sniffing alien responded.

Then both Gwen and Heatblast heard Grandpa Max's frantic call. They followed the voice to the control room to find their grandfather.



"I can't override!" Grandpa Max cried out. "All the manual controls have overheated!"

Before Heatblast could respond, Bug Man burst into the room. His coat of living insects was larger than ever as the final countdown to meltdown began.

"TEN...NINE...EIGHT..."



Heatblast — or, more accurately, Coldblast — sent forth a frozen sheath that covered the giant madman in ice.

But while Bug Man was literally frozen in his tracks, there was still the urgent matter of the about-to-blow nuclear power plant.

"...SEVEN...SIX...FIVE..."



Coldblast fired a steady stream of super-chilled ice at the reactor's boiling core that he hoped would bring down its rising temperature in time.

But that was the problem. There was hardly any time.

"...FOUR...THREE...TWO..."

It was super-cold versus super-heat, and there was only one second to go before total meltdown.

"...ONE..."

The Tennysons braced for the worst, then—

"...CORE TEMPERATURE FALLING, RETURNING TO BELOW CRITICAL LIMITS," the computer-generated alarm system announced.

"All right!" Gwen cheered.

"Way to go, Ben!" Grandpa Max called out.

"Thanks," the exhausted superhero sighed. "Now (*sniff*), how about some hot chocolate?"



Later, back in the Rustbucket, the Tennysons recounted their adventure.

"The bad guy's on ice, the reactor's chillin', and Heatblast blasted away my cold. I love a happy ending!" a pleased Ben said.

"And your cold ended up working in your favour," Grandpa Max pointed out.

"You're right, Grandpa," Ben answered. "Thanks to Heatblast's super-chill-out, Bug Man won't be bugging us any more!"

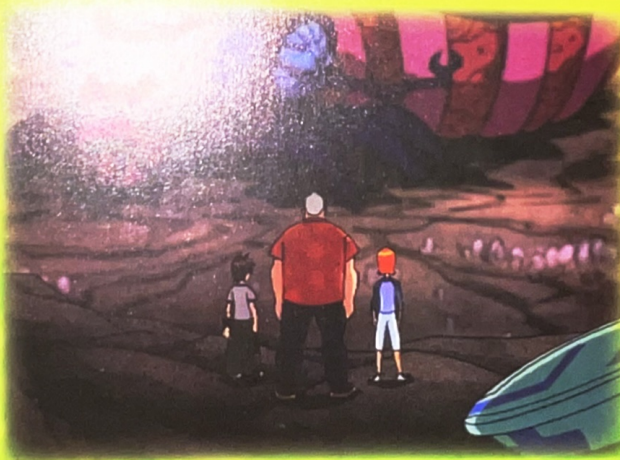
"AAAH-AAAH-AAAH-CHOOO!!!!!" Gwen suddenly sneezed.

"Like I said, 'I love a happy ending,'" Ben said, grinning.





THE BIG TICK



THE BIG TICK
EDITORIAL DIRECTOR: MARGE KENNEDY
RETOLD BY JOHN W. KENNEDY
BASED ON EPISODE #15 THE BIG TICK, BY KEVIN HOPPS

"Everything's so beautiful," 10-year-old Gwen Tennyson gushed as she looked out over the natural beauty of Yellowstone National Park with her Grandpa Max and her cousin Ben.

"There's nothing like relaxing in the peace and quiet of the great outdoors!" her grandfather agreed.

"How about you?" he asked Ben. "Aren't you glad we came here?"



"Darn it! I hate when this stupid thing doesn't work!" the 10-year-old superhero grumbled while toying with his wristwatch-like Omnitrix.

"Ben," Grandpa Max interrupted, "ever since that device attached itself to your wrist, linking your DNA to superheroes from around the universe, 'going hero' seems to be the only thing you think about."



Suddenly, a dark shadow passed over the campers. The Tennysons looked into the sky and saw a huge meteorite heading straight for them.

"Duck," Grandpa Max shouted as the gigantic flying object whooshed past them and smashed into a wooded area less than half a mile away.



"It's 'hero time'!" Ben declared while pounding on the Omnitrix.

"Come on, XLR8!" he called out, summoning his superfast alien-hero identity.

Although the Omnitrix worked, it did not bring forth the hero Ben had expected. Instead of the sleek XLR8, he transformed into a being Ben and his family had never seen before.



Even worse, this black, white, and orange creature did not appear super at all. In fact, it seemed clumsy and slow.

As the bloated alien toppled backward Ben could not understand why the Omnitrix would morph him into such an unheroic hero.

"Uh, what am I?" the new alien asked.

Grandpa Max and Gwen lifted the unsteady beast to its feet while they, too, tried to figure out who – or what – this new creature was all about. Grandpa Max scratched his chin and said, "It's possible that there are hundreds of alien identities locked up in your Omnitrix. We'll just have to wait and see who this one turns out to be."





"I wonder what he does," Ben said as he blew outward with all his might.

"Well, he's not a very powerful alien," Ben sighed.

"Maybe I can fire freeze rays from my eyes," he wondered. Ben squinted intensely, but nothing happened. In desperation, Ben began flailing his chubby arms back and forth, hoping that this creature had some special kinetic force. But, again, nothing happened.

"He's useless!" Ben finally exclaimed.

"Whoa!" Ben cried out as the plump alien fell over again. Only this time, the creature curled up into a giant ball and began rolling down the hill.

"Gotta go!" he cried as he tumbled through the forest.

"Grandpa!" Gwen cried. "What do we do?!"

"We follow him!" Grandpa Max answered as the new alien rolled toward the fallen meteorite.

As Ben's alien bounced off the side of the space rock, the rock resumed its original lumpy form.

Gwen and Grandpa Max arrived on the scene as the ground began to shake. Like an egg, the meteorite cracked open, hatching what looked like a monster-size tick. It smelled like rotten eggs.

"This stinks," Ben's new alien said, referring both to his puffed-out shape and the horrible aroma that came from the tick.

"I thought that awful smell was because you haven't taken a shower in three days," Gwen said. Then she gulped hard as she watched the tick dig its tentacles into the ground.

At that moment, a colossal spaceship appeared in the sky.





Three aliens descended from the ship.

The tallest, with pale blue skin and bulging eyes, was the leader. Standing to his right was a stocky greyish alien wielding a huge metallic ax. The shortest of the three resembled a highly advanced insect.

"Rejoice! He has arrived in all his glorious glory!" the joyous leader announced as he surveyed the beast that had burst from the meteorite.



"I await the Great Proclamation," the insect-like alien said as he placed his hands over the feeding tick's beating heart.

The leader of the aliens turned his attention to Ben's newest alien form.

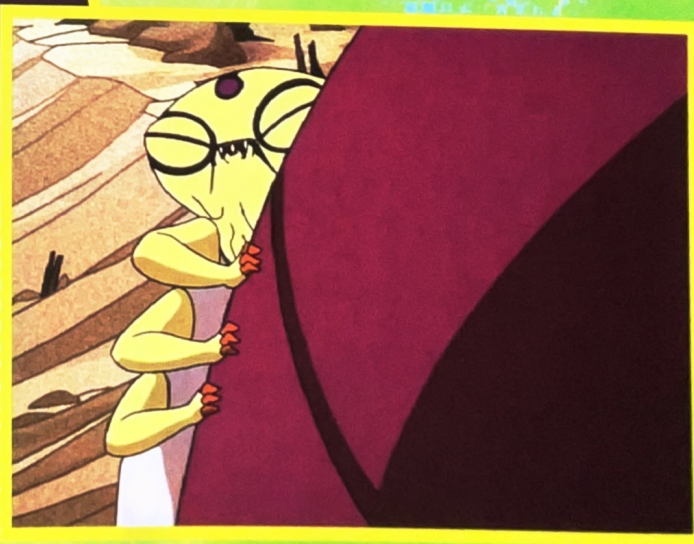
"Ah, a Neburian Pellorota," he pronounced after studying the blob from every angle.

"At least we know what you are now," Gwen whispered to Ben.

"You're far from home, aren't you?" the alien with the ax said to the Neburian Pellorota. "And," he continued, "there's no place for you to return to since The Great One says that he purified your planet last week."

"I didn't hear him say anything," Gwen remarked.

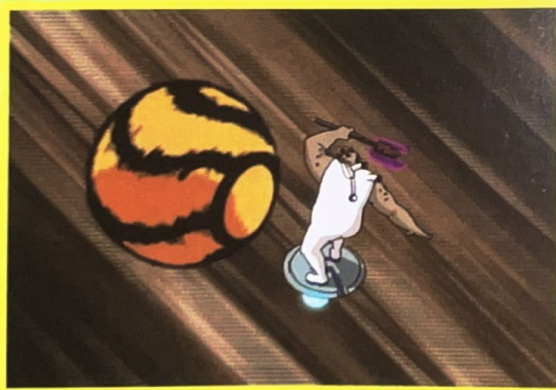
"Hush! Do not speak while the Great One is speaking to me!" the alien insect declared. "The Great One says your planet will be purified before the next moon. Rejoice!"





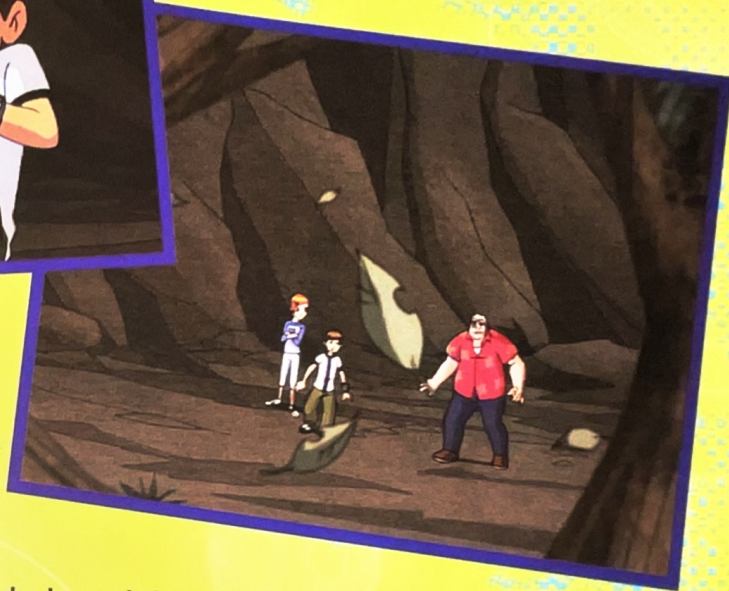
"Purified? What does that mean?" Grandpa Max asked.

"The Great One," the leader explained, "rescues those planets from the civilizations that abuse them - taking their living resources unto himself. Sometimes the civilizations themselves realize the wisdom of the Great One - but, alas, they only understand when it's too late for their own survival."



Ben angrily rolled his new alien into a ball and hurtled himself toward the big tick. But the ax-holding alien swatted him far into the woods.

Gwen and Grandpa Max chased after Ben, still in his ball-like form. Soon they all tumbled helplessly into a ravine. When they finally hit the bottom, Ben transformed back into himself.



Suddenly, the forest ~~was~~ eerily dark, and the trees lost their foliage.

"What's g-going on?" Gwen stuttered.

"Everything's dying," Grandpa Max answered somberly.

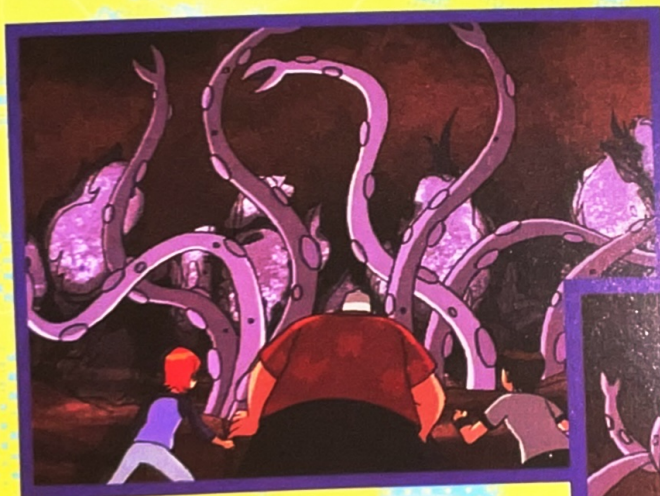
"We've got to head back up the hill and destroy that monster before it destroys everything on Earth," Ben said.

The trio climbed back up the hill and were immediately confronted with giant slithery tentacles sprouting from the ground.

"What are these things?!" Gwen cried out.

"That big tick's poison is mutating the landscape!" Grandpa Max explained.

The tentacles reached out and began pulling them into the newly formed quicksand below.





"BEN!!!" Gwen and Grandpa Max shouted helplessly as the young superhero disappeared into the mire. Unless something happened fast, it would be only seconds before they, too, would suffer the same terrible fate.

Then Stinkfly, the flying-insect alien from Ben's Omnitrix, rose from the muck! Ben had managed to activate the device even after sinking into the quicksand!

Stinkfly flew toward the evil tentacles, stinging them and forcing the release of their captives. He then whisked in and flew Gwen and Grandpa Max to safety.

Next, Stinkfly flew off toward the monstrous tick.

As he approached the growing parasite, Stinkfly was confronted by insect-like aliens who hovered on flying platforms above the giant tick.

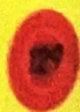
Then, at the worst possible moment, the Omnitrix activated! Stinkfly transformed back into Ben! He crashed into one of the insect-like aliens, sending his hoverboard and dropping him into the mud below.





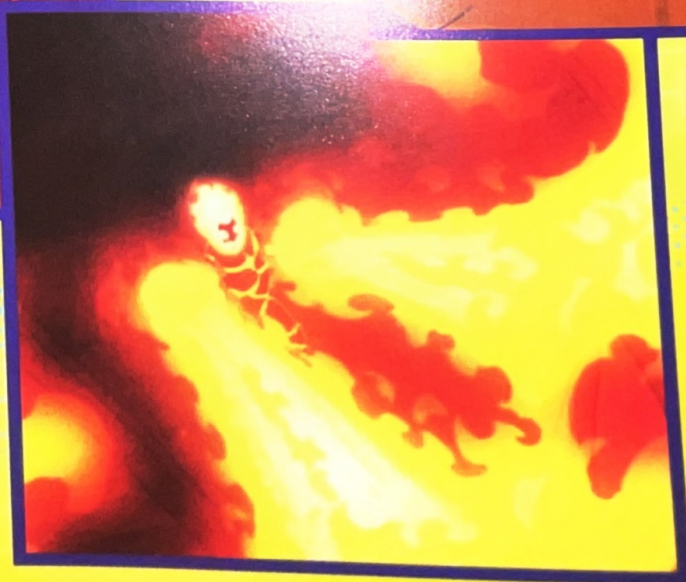
With Ben now in control of the insect's hoverboard, a high-flying chase ensued. As the others gained on him, Ben nosedived his platform toward the ground.

His alien pursuers followed. And just as Ben was about to glide into the murky swamp, he quickly manoeuvred his platform upward. Satisfied, he looked back to see the aliens splashing down into the muck.



Ben then headed back toward the big tick, hoping that one of his superheroes would be able to defeat it.

But...FOUR ARMS wasn't strong enough! HEATBLAST wasn't hot enough! WILDMUTT wasn't ferocious enough! XLR8 wasn't fast enough. DIAMONDHEAD's rock-hard, razor-sharp body was neither hard enough nor sharp enough. GHOSTFREAK wasn't scary enough. UPGRADE's high-tech powers weren't high-tech enough. RIPJAWS' powerful jaws weren't powerful enough. And neither STINKFLY's sting nor GREYMATTER's brains were enough to beat the alien parasite.



When Grandpa Max and Gwen arrived, they found Ben looking uncharacteristically crestfallen.

"I give up," he sighed. "None of my alien heroes can beat this thing."

"Have you tried them all?" Gwen asked.

"You mean...?" Ben asked skeptically.

"It's worth a shot," Grandpa Max agreed.



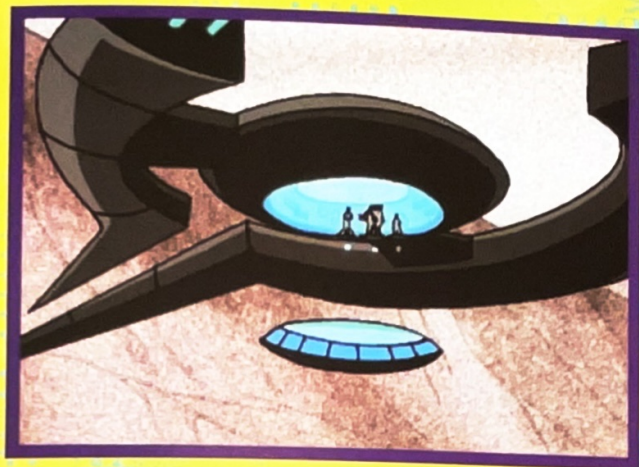
"Let's rock and roll!" Ben exclaimed, as he again became the Neburian Pellorota. As the alien guardians returned to the scene, he hurtled himself toward the ax wielder, who, this time, swatted the round alien straight toward the big tick. The alien ricocheted through the parasitic monster's internal organs, causing it to explode into a massive splatter of disgusting slime.

"Ultimate yuck!!" Gwen screamed as she and Grandpa Max were covered in goop.

"HAIL TO THE NEW GREAT ONE!" the aliens chanted, bowing before the Neburian Pellorota.

"You guys aren't very loyal, are you?" Ben's bouncing alien said to the dead tick's former followers.





But then, just as Ben was getting used to the adulation, he transformed back into himself. The invading aliens looked at him with disappointment and disgust.

"Oh, he's just an underdeveloped human specimen," they complained.

With that, the aliens returned to the spaceship and flew away – and almost immediately, life blossomed once again in the forest.

"Ben's new hero isn't so useless after all," Gwen said. "He's like a giant bowling ball."

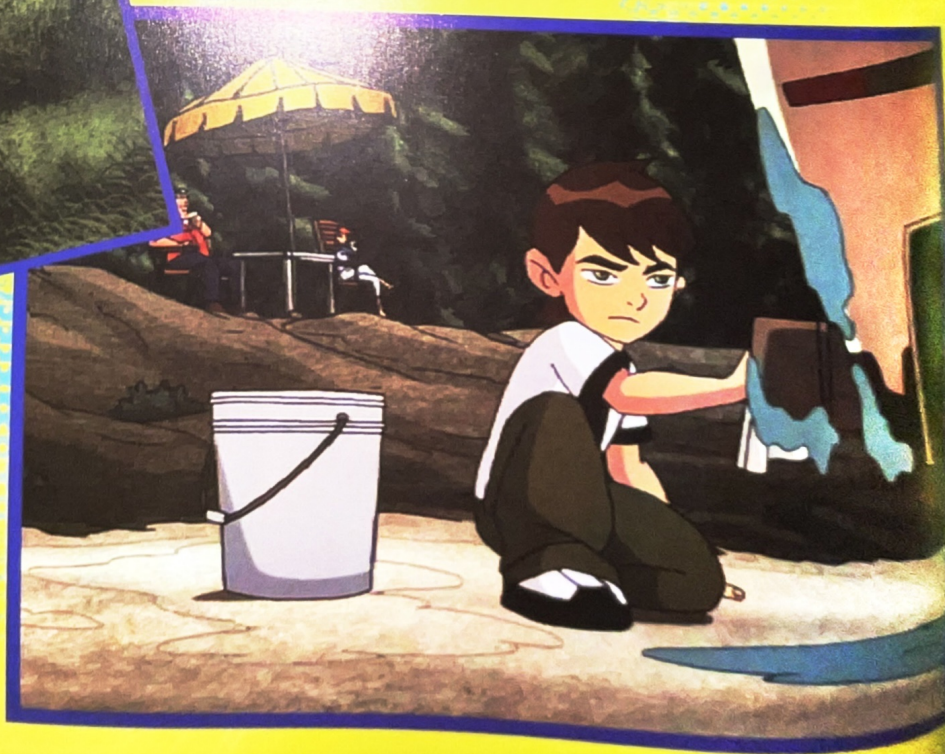
"He's more like a cannon ball!" Ben exclaimed. Then, thinking over his new alien's power, he declared, "You can call him 'Cannonbolt'! And I think he's the coolest hero of all!"

"Nice work, Ben!" Grandpa Max said.

"Yep, I'm the kid who saved Earth!" Ben loudly bragged. "I think my work here is done," he said, sprawling on the ground.

"Not quite," Grandpa Max said, looking at the slime that covered the Rustbucket. "Somebody's got to clean the tick goop off the RV."

"Me and my big mouth!" Ben moaned as he took a soapy sponge from Grandpa Max and began washing the slimy vehicle.





THE UNNATURALS



THE UNNATURALS
EDITORIAL DIRECTOR: MARGE KENNEDY
RETOLD BY JOHN W. KENNEDY
BASED ON EPISODE #35 THE UNNATURALS, BY MARTY ISENBERG

It was a bright, sunny day as the Tennysons' RV approached the baseball complex in Williamsport, Pennsylvania.

Ten-year-old Ben and his cousin Gwen were excited to see their hometown Cannons take on the champion Squires in the finals of the Little League World Series.

"Baseball," Grandpa Max announced, "is that honoured institution where dreams of greatness are first forged in young minds – along with the life lessons of fair play."





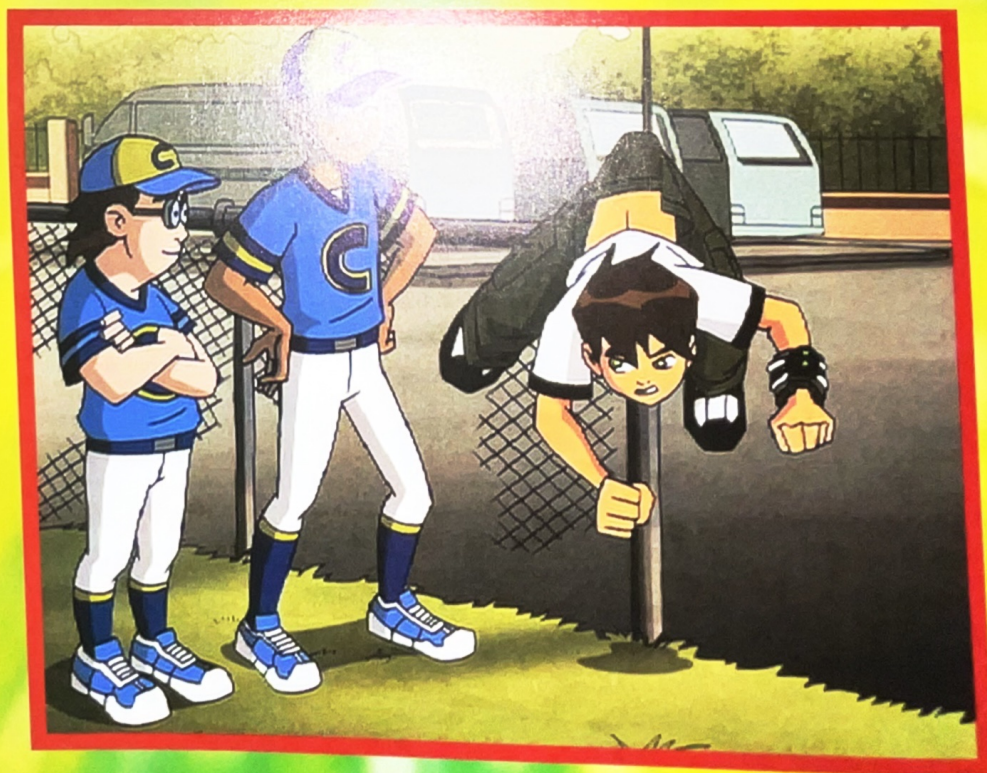
"What's with all the security?" Ben asked as they pulled up to the ball-field entrance.

"The president is going to be at the second game," Grandpa Max answered. "He's a big baseball fan, and he especially likes watching Little League games."

As Grandpa Max parked the RV, Ben and Gwen decided to check out the Cannons' practice game.

Ben ran onto the field. Though he was having a great summer with Grandpa Max, part of him wished that he had stayed home and played baseball with his team – especially now that it was playing in the finals. But before he could get too nostalgic for his hometown, he was tripped by Cash Murray, the bully from his school, who often made Ben the butt of his jokes.

"Look J.T.!" said Cash to his chubby sidekick. "It's 'Wedgie' Tennyson!"





Cash then hoisted Ben by his pants and hung him on the park's wire fence.

Ben's pants ripped, and he fell face down into the dirt.

"Hey, Shrimp," Cash taunted, "I thought you'd be hiding out from us until school started."

"I wasn't 'hiding out' from you," Ben shot back. "I've been a little busy saving the world instead."

"Ooh, 'saving the world,'" Cash scoffed.

"This peewee's in his own world," J.T. sneered.

From a short distance away, Gwen watched as the bullies picked on Ben.

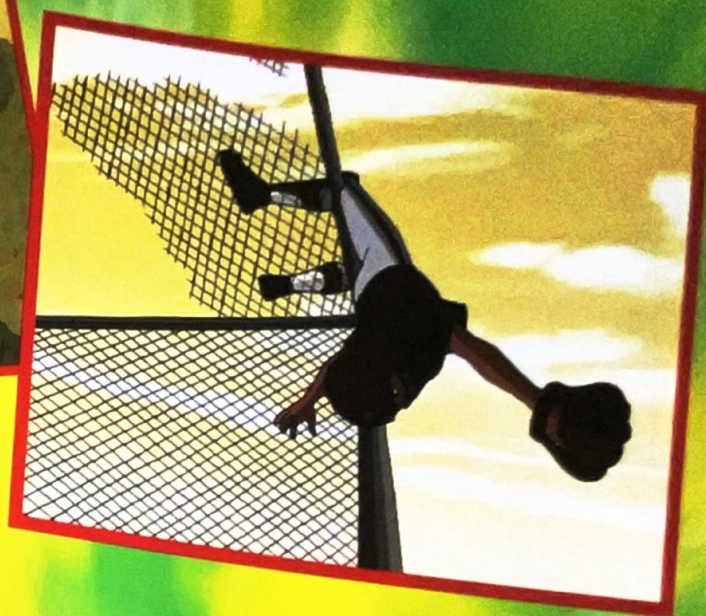
"Are these friends of yours?" she called out to her cousin sarcastically. "Because if they are, you don't need any enemies."



Ben and Gwen settled into their bleacher seats with Grandpa Max as the first game of the series was about to begin.

"PLAY BALL!" the umpire yelled. The Tennysons all moved forward in their seats, not wanting to miss a thing.

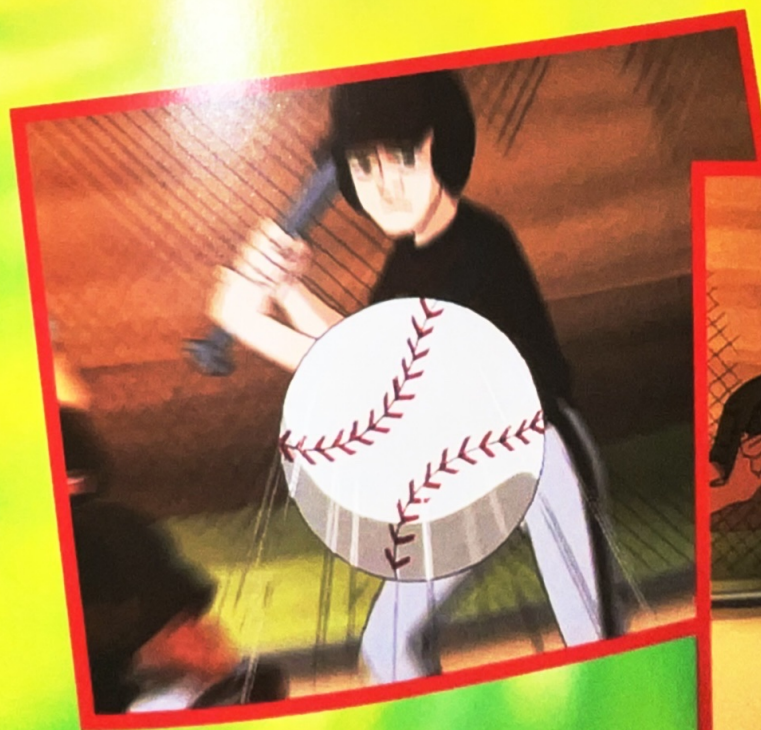
The Squires were first at bat. Each player easily hit, ran, and scored. The crowd went wild, with Squire fans cheering and Cannons' fans booing. But even the Cannons' fans had to admit that the Squires were super players.



Thanks to Cash's awful pitching, the Squires led 9-0 by the bottom of the fifth inning.

"Oh, man! We're getting destroyed!" Ben lamented.

"I thought you wanted to see Cash and J.T. go down in flames," Gwen remarked while logging on to laptop.



"I do," Ben said, "but I want *them* to stink, not the team. Besides, there's something wrong. The Squires are too perfect."

"You may be right," Gwen answered. "According to these stats, the Squires' team ERA is less than 1.00, and their slugging percentage is .986. No team in history has ever been this perfect, not even in the Major Leagues."



Ben was determined to figure out what was going on.

"I need another hotdog," he said, excusing himself.

As the final inning got underway, the tide of the game shifted, and the Cannons began scoring. Squires started making errors.

Astoundingly, the game was soon tied 9-9.



"The Cannons' comeback is amazing!" Grandpa Max cheered.

"Maybe too amazing," Gwen replied, reaching her mini video camera.

As the inning proceeded, the Cannons pulled ahead of the Squires, with a score of 11-9.

Then, with two out and two on, it was Cash's turn at bat. The pitcher pitched. Cash swung. But the ball took a weird curve, hitting him on the side of his rump.

"Ouch!" cried Cash, limping to first base.





Next, with bases loaded, J.T. stepped up to the plate. The pitcher threw the ball. J.T. swung – and stumbled clumsily to the ground. The crowd roared with laughter when they saw that the laces of his two shoes were together.

Two more pitches, two more strikes – and the frustrated J.T. struck out.

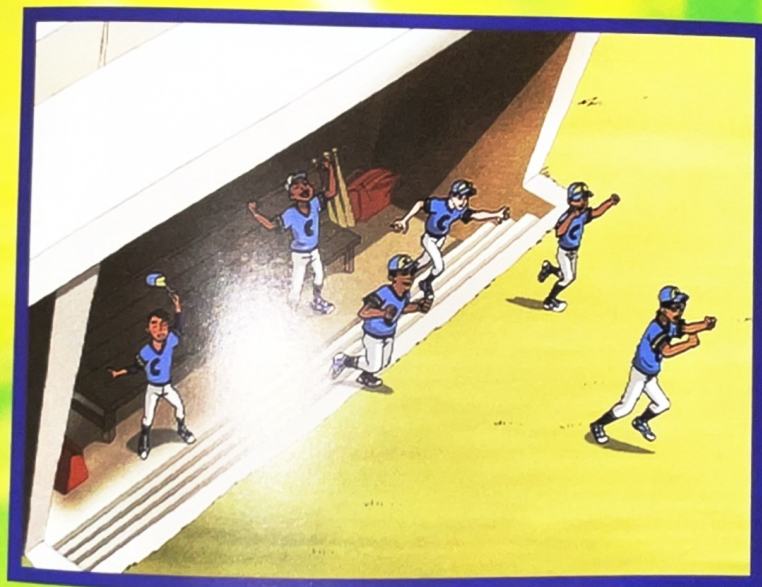


But the Cannons held their lead through the bottom of the sixth, and final, inning, scoring a spectacular upset victory.

"That was some game!" Grandpa Max beamed. "Where's Ben?"

"Probably celebrating his victory," she answered.

"What do you mean?" Grandpa Max asked.





"Look what happens when I super-slo-mo my video cam," she replied.

Gwen then freeze-framed the key plays of the final inning. The replay clearly showed XLR8, the lightning-fast alien hero from Ben's Omnitrix, helping the Cannons, confounding the Squires, and embarrassing Cash and J.T.

"Ben knows how I feel about cheating," a disappointed Grandpa Max sighed.

"Maybe Ben had a good reason," Gwen suggested.

Memorable Ben
"What's the big
thing suddenly
"Coming with
"Out of my
around himself



Meanwhile, Ben spied on Cash and J.T. as they took a between-game walk.

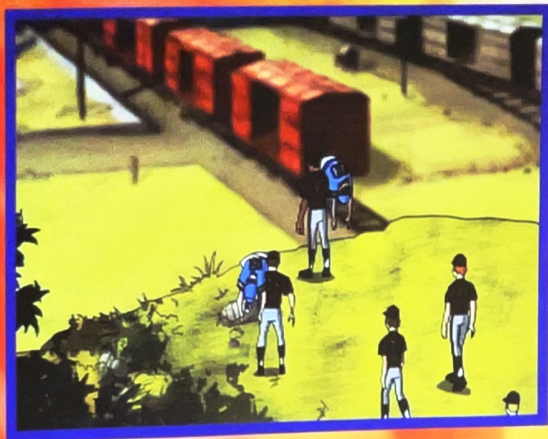
"Who's the world's greatest pitcher? Sir Cashalot!" the self-impressed bully bragged.

Then suddenly they were surrounded by the Squires.

"Come with us," one of the Squires commanded.

"Out of my face, weirdo!" Cash responded, swinging his baseball bat in a wide circle around himself.





But another Squire grabbed the bat, ~~beat~~ **beat** it with his bare hands.

A superstrong Squire then forced Cash to punch himself with his own fist, knocking himself out. Watching the scary scene caused J.T. to faint. He fell alongside his buddy to the damp grass on the outskirts of the field.

Ben secretly followed as the Squires carried Cash and J.T. to a nearby warehouse. He then hid as members of the Squires team strapped Cash and J.T. to a pair of tables and used a scanning device that bathed them in a strange light. In less than a minute, two robots, identical clones of Cash and J.T., appeared.

"The Squires must be robots, too! That's why they're so good!" Ben thought to himself.

"I don't know how those human Cannons won that game," the Squires' robot manager complained, "but we cannot risk it happening again. These players will be our insurance."

Ben let out a barely audible gasp. But the sound was enough to get the Squires' manager's attention.





"Capture the spy!" the manager demanded as Ben made a break for it.

The robot Squires hurled rapid-fire baseballs and bats at Ben. While dodging the barrage, he managed to press his Omnitrix to become...DIAMONDHEAD!

"Destroy that thing!" the manager bellowed.

The robots obediently charged toward Diamondhead, but the fake players were no match for the superalien. So the Squires' manager ordered his team to make a hasty retreat, and then he ordered another group of metallic robots to attack the crystalline hero.

While Diamondhead handily defeated his robot attackers, Gwen and Grandpa Max arrived on the scene and freed Cash and J.T. Grandpa saw a power source used to charge the robots. Sparks flew from it and landed just inches from a gas tank.

"This place is about to blow!" Grandpa Max warned. He led them all outdoors just as the building exploded.





"As usual, you missed all the action, Tennyson," Cash said to Ben.

"Well, for your information, that guy who just kicked robot butt is really..." Ben began, but he was quickly interrupted by Grandpa Max.

"...a good buddy of ours," Grandpa Max said, giving Ben a stern look.

Gwen then reported that she had noticed a robotic head of the president inside the warehouse.

"If they could switch out kids for robots," Grandpa Max said, "they could do the same with the president. We've got to get onto the field to stop them."

Cash and J.T. began to head back to the ball field.

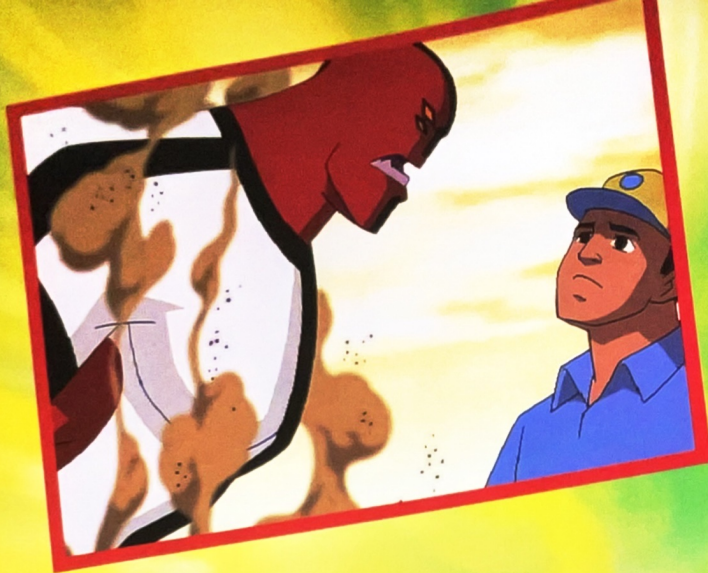
"Not so fast," Grandpa Max said.

"I think you should wait in our camper," Grandpa Max told the boys. "And I need to borrow one of your uniforms."

Ben quickly exchanged clothes with Cash.

Then, with the cap pulled over his face, Ben stood at bat, secretly replacing Cash. He needed to be on the field to protect the president from robot kidnappers.





With two strikes against him, Ben swung, connected, and rounded the bases. Meanwhile, robots in the stands, posing as fans, were making their move toward the president!

As Ben dove for home plate, he created a large cloud of dirt and emerged as...**FOUR ARMS!**

Four Arms raced to save the president while the Squires assumed their true robot forms to battle him.

The multi-limbed hero grabbed some bats and a bucket of balls. He sent the balls hurtling toward his targets – exploding the mechanical villains one by one and foiling their evil plot.

The robot fans reacted by heading onto the field, giving the Secret Service agents time to lead the president to safety.



At the awards ceremony later that day, the president congratulated Chase for hitting the winning home run. Then he said to the team, "And I'd like to thank that four-armed player for saving my life."

During the president's speech, Ben stared at the ground dejectedly.

"I can't tell anyone that I'm Four Arms," he complained. "And the worst part is that Cash gets credit for my home run!"

"Sometimes," Grandpa Max said, "just knowing you did the right thing has to be its own reward."

With that, the Tennysons headed toward the sunset - and their next adventure.

THE END!



FOUR ARMS



XLR8



UPGRADE



WILDMUTT



STINKFLY



DIAMONDHEAD



GHOSTFREAK



GREY MATTER



HEATBLAST



RIPJAWS



**BEN
10**

BEN 10







STORYBOOK COLLECTION

Earth is in danger! Join Ben 10™ and the OMNITRIX aliens in this heroic collection of stories. Save Chicago from a weather-controlling robot, stop Bug Man blowing up a nuclear power plant and find out why a mysterious lake monster is attacking people.

This action-packed treasury brings the awesome world of Ben 10™ to life for children to enjoy time and time again.

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COLLECTION

